

EXHIBIT D

Exhibit F

Identity and Terms of Compensation of Plan Administrator

The UCC, in consultation with the Debtors and the DIP Term Loan Agent (acting at the direction of the Required DIP Lenders), have designated Drivetrain, LLC (“Drivetrain”) as the Plan Administrator. As of the date hereof, the proposed engagement terms are as follows:

- Fee Structure: Drivetrain’s fees will be based on a flat monthly fee as follows: \$25,000 per month for the first six months and \$20,000 per month thereafter; *provided* that, in the event Drivetrain has to expend more than five hours any given month on matters related to the Debtors’ operations in Canada, Drivetrain shall charge standard hourly rates which are in effect when the services are rendered beginning at the sixth hour; *provided, further*, that such hourly rates shall be charged in addition to the monthly fee charged for any such month and solely for such work expended on matters related to the Debtors’ operations in Canada.
- Expenses: Drivetrain will also be reimbursed for reasonable out-of-pocket expenses including, but not limited to, costs of travel, reproduction, legal counsel, any applicable state sales or excise taxes, and other direct expenses.